

CorMedix Inc.  
Form 4  
December 13, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Baluch Khoso**

(Last) (First) (Middle)

1430 US HIGHWAY 206, SUITE 200

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CorMedix Inc. [CRMD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/09/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V                                                 | Amount (D) Price                                                                              |                                                          |                                   |
| Common Stock                    | 12/09/2016                           | 12/09/2016                                         | P                              | 10,000 A                                                          | \$ 1.77 10,000                                                                                | D                                                        |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Filing Date |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------|

|                             |         |  |  | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|---------|--|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 2.52 |  |  |      |   |     |     | (1)              | 09/30/2026      | Common Stock | 1,250,000                  |
| Stock Option (right to buy) | \$ 2.52 |  |  |      |   |     |     | (2)              | 09/30/2026      | Common Stock | 300,000                    |
| Stock Option (right to buy) | \$ 2.52 |  |  |      |   |     |     | (3)              | 09/30/2026      | Common Stock | 300,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                         |       |
|--------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                 | Other |
| Baluch Khoso<br>1430 US HIGHWAY 206<br>SUITE 200<br>BEDMINSTER, NJ 07921 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Alexander M. Donaldson, with a Power of Attorney for Khoso Baluch 12/13/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests as follows: 25% on 10/3/2017, 25% on 10/3/2018, 25% on 10/3/2019, and 25% on 10/3/2020.
  - (2) The option vests on the date the Company's common stock attains an average closing price over any period of 30 consecutive trading days equal to or greater than 2.75 times the closing price per share on the lesser of 9/23/16 or 10/3/16 (the "Stock Price Condition"); provided, that if the Stock Price Condition is met prior to 12/31/18 then the option will not vest until 12/31/18. The option will be forfeited (i) if the stock price on 12/31/18 is below the closing price per share on the lesser of 9/23/16 or 10/3/2016; or (ii) if the Stock Price Condition is

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not met by 10/3/2020.

- (3) The option vests based on certain performance milestones. If such milestones are met prior to 12/31/18, then the option will not vest until 12/31/18. The option will be forfeited if such milestones are not met by 10/3/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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